

**MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS OF
LCTCS FACILITIES CORPORATION**

**May 22, 2014
4:30 p.m.**

A duly called meeting of the Board of Directors of LCTCS Facilities Corporation (the "Corporation") was conducted by conference call on May 22, 2014. Directors of the Corporation present included: Stevie Smith, Chair/President; Lambert Boissiere, Secretary/Treasurer, Billy Montgomery, Gene Thibodeaux and E. Edwards Barham. Other participants included: Jan Jackson, Michele Nardini, Liza Sherman and John Mayeaux.

I. Welcome

Chair Smith called the meeting to order, identified those in attendance and noted that a quorum was present.

II., Approval of Minutes of the May 1, 2014 meeting

On the motion of Director Thibodeaux, seconded by Director Montgomery, the Board approved the minutes of the May 1, 2014 meeting, as submitted.

V. Board Review and Approval of Underwriter Selection for Act 360 Bond Issue:

John Mayeaux from Sisung Securities, Inc., the Financial Advisor, said the RFQ for Underwriter was issued on April 10, 2014. Mr. Mayeaux said he had received 21 responses to the RFQ for Underwriter. Mr. Mayeaux discussed the contents of the RFQ, the criteria that he used to evaluate the responses, and provided a summary of the scoring for each firm, as listed below:

FIRM	POINTS	FIRM	POINTS
Raymond James	96	George K Baum	88
Citigroup	94	Sterne Agee	88
Stephens	94	Blaylock	87
JPMorgan	94	First Southwest	85
Bank of America Merrill Lynch	93	Piper Jaffrey	85
Jefferies	93	BNY Mellon	74
Loop Capital Markets	93	Stern Brothers	73
Morgan Stanley	93	Drexel Hamilton	62
Siebert Brandford Shank	93	Southwest Securities	57
Goldman Sachs	91	Dorsey & Company*	NS
Wells Fargo	90	<i>* Applied only for co-manager</i>	

Mr. Mayeaux explained that, because of the size and scope of the Act 360 Bond Issues, he recommended that the Corporation retain a team of more than one underwriter.

The directors posed several questions and had an extensive discussion on engaging a team of underwriters for the Act 360 Bond Issue. After considerable discussion by the group, Mr. Mayeaux said he recommended the Board engage an underwriting syndicate for the issuance of bonds for Act 360, consisting of Citigroup, JPMorgan, Raymond James and Stephens. Mr. Mayeaux also recommended that the position of senior book running manager be rotated among the firms for each series of bonds, with Raymond James serving as the senior book running manager for the first series of bonds.

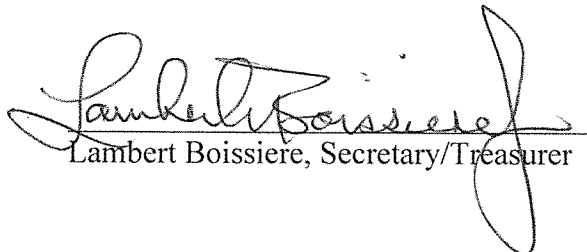
On the motion of Director Barham, seconded by Secretary/Boissiere, the Board approved engaging an underwriting syndicate for the issuance of bonds for Act 360, consisting of Citigroup, JPMorgan, Raymond James and Stephens. The Board also approved a rotation among the firms as senior book running manager for each series of bonds, with Raymond James being the senior book running manager for the first series of bonds.

Mr. Mayeaux discussed the Financial Advisor's recommendation to set the aggregate underwriters discount for the Act 360 bonds at \$3.50 per bond, or 0.35 percent of par amount issued. Mr. Mayeaux reviewed the criteria for analyzing bond fees and covered how the fees relate to interest rates. The directors asked several questions, discussed the fee that was paid for Act 391 Bonds and the proposed fees from the current pool of underwriters.

On the motion of Director Montgomery, seconded Director Barham, the Board approved the aggregate underwriters discount for the Act 360 bonds at \$3.50 per bond, or 0.35 percent of par amount issued. The Board approved that the underwriters discount for any individual series of bonds may be more or less, as long as the aggregate underwriters discount across all series of bonds does not exceed \$3.50 per bond. The board also approved the underwriting liability for each series of bonds at 40 percent to the senior book running manager and 20 percent to each of the other three underwriters, and authorized the Financial Advisor to negotiate other terms and conditions with the underwriters as necessary.

Chair Smith advised Mr. Mayeaux to notify the underwriter team of their responsibilities and of the fees that the board had approved.

The meeting adjourned at 5:30 p.m.


Lambert Boissiere, Secretary/Treasurer